

TO: Distribution

DATE: November 30, 1995

FROM: Jim Maggio

SUBJECT: 1996 OOH BRAND SCHEDULES

The attached schedules detail currently planned 1996 PM OOH activity by market and brand. This report is designed as a reference tool to allow you to quickly determine who is running where and when, and details PM OOH activity over and above the on-going presence which Marlboro and Parliament achieve via their 12 month cycle permanent pools.

Please note that this report does not include any Hispanic, African-American and test market activity at this time. This information will be included in the next revision of this report pending resolution of outstanding issues.

The 1996 corporate pool has two less markets, Miami and San Diego, versus the 1995 pool. Given that the bulletin stock in corporate pool markets is highly valued for its location quality, the decision to drop a market from the corporate pool is made only after it becomes clear that there is insufficient OPB/Discount brand activity to fill the majority of the 12 posting cycles. When this occurs, our primary goal is to retain these high quality bulletins within the PM portfolio. To that end, we will attempt to shift some or all of the inventory to the Marlboro permanent pool if needed, and with brand approval. Such was the case in Miami.

In San Diego, all Corporate pool inventory will be occupied by a PM brand thru the first 4 cycles of 1996. As such, we will handle San Diego in the same manner that we will handle all other TBD cycles on the attached Corporate Pool schedule. First, we will attempt to secure OPB/Discount interest in open cycles as the year progresses and brand plans change. If that fails, we will attempt to sell the open cycles to Marlboro. Finally, as a last resort, we will negotiate with OOH companies to temporarily sell open cycles to other advertisers.

A summary explanation of attached exhibits follows:

EXHIBIT 1: 1996 Corporate Pool Schedule: Details OOH activity by brand within the corporate pool. By way of review, the corporate pool is a group of markets where there is sufficient demand on the part of OPB and Discount brands in any given year to justify a 12 month purchase of inventory - thus increasing the efficiency of the buy and the "location quality" of the inventory. Brands share the inventory via 30 day posting cycles.

In instances where more than one brand requires OOH in a market during the same cycle, additional inventory beyond the Corporate pool stock is purchased (noted as "OOP Brand" on the schedule).

EXHIBIT 2: 1996 Corporate Pool Media Vehicles and Showing Levels: Details all of the OOH vehicles used in the corporate pool in each of the markets, reach and frequency, showing level and the cost of that inventory for one cycle.

EXHIBIT 3: 1996 Non-Corporate Pool Market Schedules: These schedules shows all PM brand activity (not including the Marlboro Pool, Parliament Pool, Ethnic and test market activity) in all non corporate pool markets. Showing sizes are indicated.

DISTRIBUTION

R. Anise
D. Beran
R. Ferrin
T. Keim
S. Levan
N. Lund

M. Mahan
S. Rafferty
S. Rush
J. Sansone
A. Sinha
A. von Germeten

2071449727

cc: R. Camisa
G. Capreol
K. Galeotti
D. Laska
K. Marryshow
R. Schneider
R. Simons
F. Geovanello

LBCO
D. Baum
K. Berman
L. Bromberg
M. Copus
M. Fahrenbach
L. Bledsoe
J. Hanrahan
S. Tegethoff
S. Kluge
K. Lempke
M. Meade
D. Porter
D. Ryan
T. Schlax
J. Sullivan
K. Goldin
Market Specialists

LBCO
D. Sebastian
D. Sachtleben
I. Jahn
B. White
K. Egglesfield

Y&R
C. Alexander
S. McDuffy
J. Miller

2071449728

1996 CORPORATE POOL MARKET SCHEDULE

EXHIBIT 1

MARKET	CORPORATE POOL/OOP SHOWING SIZE	TYPE OF BUY	1/15- 2/14/96	2/15- 3/14/96	3/15- 4/14/96	4/15- 5/14/96	5/15- 6/14/96	6/15- 7/14/96	7/15- 8/14/96	8/15- 9/14/96	9/15- 10/14/96	10/15- 11/14/96	11/15- 12/14/96	12/15- 1/14/97
BOSTON	#90 #50/75/75/75/50	CORP. POOL BRAND (2) OOP BRAND	MERIT MP	BASIC	BASIC	MERIT BASIC	PARL	PARL MERIT	BASIC	MERIT BASIC	MERIT	BASIC MP	PARL	PARL
NEW YORK/NJ	#100 #50/75/75	CORP. POOL BRAND OOP BRAND	MERIT MP	VS	TBD	MERIT	VS	MERIT VS	VS	MERIT	VS	MP	VS	VS
PHILADELPHIA	#70 #50	CORP. POOL BRAND OOP BRAND	MERIT MP	TBD	MR	MERIT	PARL	MERIT	PARL	MERIT	MERIT	MP	PARL	PARL
BALTIMORE	#85 #50/75/75	CORP. POOL BRAND OOP BRAND	MERIT MP	VS	TBD	MERIT	VS	MERIT VS	VS	MERIT	VS	MP	VS	VS
WASHINGTON	#60 #50/75/75	CORP. POOL BRAND OOP BRAND	MERIT MP	VS	TBD	MERIT	VS	MERIT VS	VS	MERIT	VS	MP	VS	VS
RICHMOND	#85 #75/50/75/75/75 #75/75/50	CORP. POOL BRAND OOP BRAND OOP BRAND	MP(1) MERIT	BASIC VS	BASIC	MERIT BASIC	VS	MERIT VS	BASIC	VS BASIC MERIT	VS MERIT	BASIC MP	VS	VS
ATLANTA	#70 #50/75/50	CORP. POOL BRAND OOP BRAND	MP(1)	BASIC VS	BASIC	BASIC	VS	VS	BASIC	VS BASIC	VS	BASIC MP	VS	VS
DALLAS	#70 #50/75/50	CORP. POOL BRAND OOP BRAND	MP(1)	BASIC VS	BASIC	BASIC	VS	VS	BASIC	VS BASIC	VS	BASIC MP	VS	VS
CHICAGO	#50 #50/75/50	CORP. POOL BRAND OOP BRAND	MERIT MP	VS	TBD	MERIT	VS	MERIT VS	VS	MERIT	VS MERIT	MP	VS	VS
LOS ANGELES	#60 #50/75/50/50	CORP. POOL BRAND OOP BRAND	MP(1)	BASIC VS	BASIC MR	BASIC	VS	VS	BASIC	VS BASIC	VS	BASIC MR	VS	VS
NOTES:														
MP= MARLBORO PROMOTION, MR= MARLBORO RACING, M= MARLBORO MAINLINE														
1)= MARLBORO MAINLINE WILL UTILIZE ALL 20 X 60'S IN ALL MP CORP POOL MKTS DURING 1/15 CYCLE. MP WILL UTILIZE THE BALANCE OF THE BULLETINS														
2)= OOP SHOWING LEVELS ARE LISTED IN ORDER OF BRAND APPEARANCE IN THE MARKET, I.E. BOSTON: MP=#50, BASIC=#75, MERIT=#75														
SHOWING: A SHOWING LEVEL IS THE EQUIVALENT OF THE PERCENTAGE OF ADULTS 18+ THAT ARE REACHED IN A GIVEN MARKET ON A GIVEN DAY. FOR EXAMPLE, IN A MARKET WITH ONE MILLION PEOPLE 18+, A #50 SHOWING WILL DELIVER 500,000 DAILY EXPOSURES OR THE EQUIVALENT OF 50% OF THAT POPULATION.														

2071449729

11/30/95

1996 CORPORATE POOL
(AS OF 11/27/95)

Exhibit 2

<u>T/A</u>		<u>Qty.</u>	<u>Vehicle</u>	<u>Est. Show</u>	<u>Cost (M)</u>
1B0	Boston		87R 29F	83	189.2
		9	Bulletins	14	88.8
		63	30-Sheets	15	37.2
		387	Taxi Tops	50	54.0
	Worcester	2	Bulletin	4	9.2
1H0	New York		88R 33F	106	440.5
		27	Bulletins	36	248.0
		25	Parking Garages	N/A	15.0
		575	Taxi Tops	70	84.9
	New Jersey	12	Bulletins	17	80.0
	Stratford, CT	1	Bulletins	10	4.1
1I0	Philadelphia		86R 22F	66	98.3
		14	Bulletins	32	54.4
		75	30-Sheets	26	36.9
		20	Bus Shelters	8	7.0
2A0	Baltimore		88R 29F	85	52.1
		79	30-Sheets	75	36.2
		4	Bulletins	10	15.9
2B0	Washington		85R 25F	60	89.3
		4	Bulletins	8	16.3
		55	30-Sheets	30	41.4
		48	Bus Shelters	22	31.6
2C0	Richmond		88R 27F	86	22.9
		4	Bulletins	36	16.3
		20	30-Sheets	50	6.6
2J0	Atlanta		86R 23F	70	64.4
		12	Bulletins	25	47.0
		30	30-Sheets	25	7.8
		24	Bus Shelters	20	9.6
3N0	Dallas/Ft. Worth		86R 23F	70	66.1
		10	Bulletins	20	27.9
		91	30-Sheets	50	38.2
4L0	Chicago		84R 18F	51	137.9
		19	Bulletins	41	118.3
		34	30-sheets	10	17.2
	Gary, IN	1	Bulletin	10	2.4
5L0	Los Angeles		84R 17F	54	220.9
		34	Bulletins	13	161.6
		120	30-Sheets	35	47.4
		30	Bus Shelters	6	11.9

2071449730

1996 NON-CORPORATE POOL SCHEDULE

EXHIBIT III

Market	* Showing	15-Jan	15-Feb	15-Mar	15-Apr	15-May	15-Jun	15-Jul	15-Aug	15-Sep	15-Oct	15-Nov	15-Dec
ALBANY	50/50 75/50 75	MP T -	- - B	- - B	- T B	- - -	- T -	B - -	B T -	- T -	MP,B - -	- - -	- - -
ALBUQUERQUE	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
BIRMINGHAM	50/50 75/50 75	MP - -	- B -	- B -	- B -	- - VS	- - VS	VS B -	- B -	VS - -	MP B -	VS - -	VS - -
BUFFALO	50/50 75/50	MP -	- B	- B	- B	- -	- MR	- B	- B	- -	MP B	- -	- -
CHARLOTTE	50/50 75/50 75	MP - -	VS B -	- B -	- B -	- - VS	- - VS	VS B -	- B -	VS - -	MP B -	VS - -	VS - -
CINCINNATI	50/50 75/50	MP B	- B	- B	- B	- B	- B	- B	- B	- B	MP B	- B	- -
CLEVELAND	50/50 75/50	MP -	B -	B -	B -	- -	- -	B MR	B -	- -	MP,B -	- -	- -
COLUMBIA	50/50	MP	B	B	B	VS	VS	VS,B	B	VS	MP,B	VS	VS
COLUMBUS	50/50 75/50	MP -	B -	B -	B -	- -	- -	B MR	B -	- -	MP,B -	- -	- -
DENVER	50/50	MP,T	B	B	T,B	-	T	B	T,B	T	MP,B	-	-

MP=Marlboro Promotions, MR=Marlboro Racing, VS=Virginia Slims, T=Merit, B=Basic

OOHPREM.XLS 1

11/28/95

* The first number listed indicates the showing for the primary market in the trading area, the 2nd number represents showing levels for all remaining purchased sub-markets within the trading area.

2071449731

Market	* Showing	15-Jan	15-Feb	15-Mar	15-Apr	15-May	15-Jun	15-Jul	15-Aug	15-Sep	15-Oct	15-Nov	15-Dec
DES MOINES	50/50	MP,T	B	B	T,B	-	T	B	T,B	T	MP,B	-	-
DETROIT	50/50	MP	B	B	B	-	-	VS,B	B	VS	MP,B	VS	VS
	75/50	-	-	-	-	MR	MR	-	-	-	-	-	-
	75	-	-	-	-	VS	VS	-	-	-	-	-	-
FRESNO	50/50	MP	-	-	-	-	-	-	-	-	MP	-	-
	75/50	-	B	B	B	-	-	B	B	-	B	-	-
GRAND RAPIDS	50/50	MP	-	-	-	-	-	-	-	-	MP	-	-
	75/50	-	B	B	B	MR	MR	B	B	-	B	-	-
GREEN BAY	50/50	MP	-	-	-	-	-	-	-	-	MP	-	-
	75/50	T	B	B	T,B	-	MR,T	B	B,T	T	B,T	-	-
GREENVILLE	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-
HARRISBURG	50/50	MP	-	-	-	-	-	B	B	-	MP,B	-	-
	75	-	B	B	B	-	-	-	-	-	-	-	-
HARTFORD	50/50	MP	-	-	-	-	-	B	B	-	MP,B	-	-
	75/50	T	-	-	T	-	T	-	T	T	T	-	-
	75	-	B	B	B	-	-	-	-	-	-	-	-
HAWAII	50/50	-	VS	-	-	VS	VS	VS	-	VS	-	VS	VS
HOUSTON	50/50	MP	-	-	-	-	-	VS	-	VS	MP	VS	VS
	75	-	-	-	-	VS	VS	-	-	-	-	-	-
INDIANAPOLIS	50/50	MP	-	-	-	-	-	-	-	-	MP	-	-
	75/50	-	B	B	MR,B	-	-	B	B	-	B	-	-
JACKSON	50/50	MP	B	B	B	-	-	VS,B	B	VS	MP,B	VS	VS
	75	-	-	-	-	VS	VS	-	-	-	-	-	-

MP=Marlboro Promotions, MR=Marlboro Racing, VS=Virginia Slims, T=Merit, B=Basic

OOHPREM.XLS 2

11/28/95

* The first number listed indicates the showing for the primary market in the trading area, the 2nd number represents showing levels for all remaining purchased sub-markets within the trading area.

2071449732

<u>Market</u>	<u>* Showing</u>	<u>15-Jan</u>	<u>15-Feb</u>	<u>15-Mar</u>	<u>15-Apr</u>	<u>15-May</u>	<u>15-Jun</u>	<u>15-Jul</u>	<u>15-Aug</u>	<u>15-Sep</u>	<u>15-Oct</u>	<u>15-Nov</u>	<u>15-Dec</u>
JACKSONVILLE	50/50	MP	VS	-	-	-	-	VS	-	VS	MP	VS	VS
	75/50	-	B	B	B	-	-	B	B	-	B	-	-
	75	-	-	-	-	VS	VS	-	-	-	-	-	-
KANSAS CITY	50/50	MP,T	-	-	T	-	T	-	T	T	MP	-	-
	75/50	-	B	B	B	-	-	B	B	-	B	-	-
KNOXVILLE	50/50	MP	-	-	-	-	-	VS	-	VS	MP	VS	VS
	75/50	B	B	B	B	B	B	B	B	B	B	B	-
	75	-	-	-	-	VS	VS	-	-	-	-	-	-
LAKE CHARLES	50/50	MP	VS,B	B	B	VS	VS	VS,B	B	VS	MP,B	VS	VS
LEXINGTON	50/50	MP	-	-	-	-	-	-	-	-	MP	-	-
	75/50	B	B	B	B	B	B	B	B	B	B	B	-
	75	-	-	-	-	-	-	-	-	-	-	-	-
LITTLE ROCK	50/50	MP,B	B	B	B	B	B	B	B	B	MP,B	B	-
LOUISVILLE	50/50	MP,B	B	B	B	B	B	B	B	B	MP,B	B	-
MIAMI	75/50	-	MR	-	-	-	-	-	-	-	-	-	-
MIDLAND	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-
MILWAUKEE	50/50	MP	-	-	-	-	-	-	-	-	MP	-	-
	75/50	T	-	-	T	MR	MR,T	-	T	T	-	-	-
MINNEAPOLIS	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-
	75/50	T	-	-	T	-	T	-	T	T	T	-	-
NASHVILLE	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-

MP=Marlboro Promotions, MR=Marlboro Racing, VS=Virginia Slims, T=Merit, B=Basic

OOHPREM.XLS 3

11/28/95

* The first number listed indicates the showing for the primary market in the trading area, the 2nd number represents showing levels for all remaining purchased sub-markets within the trading area.

2071449733

Market	* Showing	15-Jan	15-Feb	15-Mar	15-Apr	15-May	15-Jun	15-Jul	15-Aug	15-Sep	15-Oct	15-Nov	15-Dec
NEW ORLEANS	50/50 75/50	MP -	VS,B -	B -	B -	- VS	- VS	VS,B -	B -	VS -	MP,B -	VS -	VS -
OKLAHOMA CITY	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
OMAHA	50 50	MP,T -	- B	- B	T B	- -	T -	- B	T B	T -	MP B	- -	- -
ORLANDO	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-
PADUCAH	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
PENSACOLA	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
PEORIA	50/50 75/50	MP,B -	B -	B -	B -	B -	B MR	B -	B -	B -	MP,B -	B -	- -
PHOENIX	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
PITTSBURGH	50/50	MP,B	VS,B	B	B	VS,B	VS,B	VS,B	B	VS,B	MP,B	VS,B	VS
PORTLAND	50/50 75/50	MP B	- B	- B	- B	- MR,B	- B	- B	- B	- B	MP B	- B	- -
RALEIGH	50/50 75/50	MP -	VS B	- B	- B	VS -	VS -	VS B	- B	VS -	MP B	VS -	VS -
RHODE ISLAND	50/50 75/50	MP T	- -	- -	- T	- -	- T	- -	- T	- T	MP T	- -	- -

Parliament

Philly / NY / Boston

MP=Marlboro Promotions, MR=Marlboro Racing, VS=Virginia Slims, T=Merit, B=Basic

OOHPREM.XLS 4

11/28/95

* The first number listed indicates the showing for the primary market in the trading area, the 2nd number represents showing levels for all remaining purchased sub-markets within the trading area.

2071449734

Market	* Showing	15-Jan	15-Feb	15-Mar	15-Apr	15-May	15-Jun	15-Jul	15-Aug	15-Sep	15-Oct	15-Nov	15-Dec
SACRAMENTO	50/50 75/50 75	MP B -	- B -	- B -	- B -	- B -	- B -	- B -	- B -	- B -	MP B -	- B -	- -
SAGINAW	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-
SALT LAKE CITY	50/50	MP,T	-	-	T	-	T	-	T	T	MP	-	-
SAN ANTONIO	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-
SAN DIEGO	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-
SAN FRANCISCO	50/50 75/50	MP -	B -	B -	B -	- -	- -	B -	B MR	- -	MP,B -	- -	- -
SAVANNAH	50/50	MP	B	B	B	-	-	B	B	-	MP,B	-	-
SEATTLE	50/50 75/50	MP B	- B	- B	- B	- B	- B	- B	- B	- B	MP B	- B	- -
SIOUX FALLS	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
SPOKANE	50/50 75/50	MP B	- B	- B	- B	- B	- B	- B	- B	- B	MP B	- B	- -
SPRINGFIELD	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
ST. LOUIS	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
SYRACUSE	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -

MP=Marlboro Promotions, MR=Marlboro Racing, VS=Virginia Slims, T=Merit, B=Basic

OOHPREM.XLS 5

11/28/95

* The first number listed indicates the showing for the primary market in the trading area, the 2nd number represents showing levels for all remaining purchased sub-markets within the trading area.

2071449735

<u>Market</u>	<u>* Showing</u>	<u>15-Jan</u>	<u>15-Feb</u>	<u>15-Mar</u>	<u>15-Apr</u>	<u>15-May</u>	<u>15-Jun</u>	<u>15-Jul</u>	<u>15-Aug</u>	<u>15-Sep</u>	<u>15-Oct</u>	<u>15-Nov</u>	<u>15-Dec</u>
TAMPA	50/50 75	MP,T -	- -	- -	T -	- VS	T VS	VS -	T -	VS,T -	MP -	VS -	VS -
TOLEDO	50/50 75/50	MP -	- B	- B	- B	- -	- MR	- B	- B	- -	MP B	- -	- -
TULSA	50/50 75/50	MP -	- B	- B	- B	- -	- -	- B	- B	- -	MP B	- -	- -
WACO/TEMPLE	50/50 75	MP,B -	B -	B -	B -	B -	B -	B -	B -	B -	MP,B -	B -	- -

MP=Marlboro Promotions, MR=Marlboro Racing, VS=Virginia Slims, T=Merit, B=Basic

OOHPREM.XLS 6

11/28/95

* The first number listed indicates the showing for the primary market in the trading area, the 2nd number represents showing levels for all remaining purchased sub-markets within the trading area.

2071449736